

COMPANIES FORM No. 363

Annual return of a company

Pursuant to sections 363 and 364 of the Companies Act 1985

Note The appropriate fee should accompany this form



Please do not write in this margin

To the Registrar of Companies

Company number 1 713 437

Please complete legibly, preferably in black type, or bold block lettering

• insert full name of company

† If the company has a share capital, this date must be the 14th day after the annual general meeting

Annual return of (note 1)

ROADCHEF HOLDINGS LIMITED

The information in this return is as at

15TH DAY OF DECEMBER

19 89

t.(The date of this return note 1)

For official use

Address of registered office of the company

IMPERIAL CHAMBERS, 41/47 LONGSMITH STREET,

GLOUCESTER

Postcode

GL1 2HJ.

Total amount of indebtedness of the company in respect of mortgages and charges (note 2).

12,510,808

If different from the registered office, state address where the register of members or any register of debenture holders or any duplicate or part of any register of debentures is kept or may be inspected.

Register of members

Register of debenture holders

Particulars of the secretary

RAYMOND EDWARD HILL Name (notes 3 and 4) NONE Previous name(s)(note 3) 43A CURBRIDGE ROAD, WITNEY, Address (notes 4 and 5) OXON 0X8 7JX Postcode

‡ only pages 1 and 2 need be completed in the case of a company without share capital

§ enter number of continuation sheets attached

NITED AND SUPPLIED BY ionelems DAN & SONS LIMITED DAN HOUSE MSIVICK PLACE 253 3030



Presentor's name address and reference (if any):

Signed

Director, and

Secretary

continuation sheets]

For official Use General Section

We certify this return which comprises pages 1, 2, [3, 4, 5 and 6]‡ [plus§

COMPANIES HOUSE 2 - FEB 1990

Page 1

Dartinulare	of the	director(s)	of the	company	Inotes 6 and 7)
P24F11CH1121F8	(11 111197	THE GLOUIS	01 010	OOIIING	fire roa a minimum

Name (note 3) CYRIL NORMAN A	YDON		Business Occupation COMPANY DIRECTOR
Previous name(s)(note 3) NONE			Nationality BRITISH
Address(note 5) THE MURROES, BANBURY, OXON	Date of birth(note 9)		
	Postcode	OX15 4JQ	
Other relevant past or present direct	orships* (no	te 8)	
SEE ATTACHED	SCHEDULE		

Please do not write in this margin

Please complete legibly, preferably In black type, or bold blocklettering

* delete if inappropriete. Enter particulars of other directorships held or previously held. If this space is insufficient use a continuation sheet

	SEE ATTACHED SCHED	OULE	
Other relevan	t past or present directorshi	PS* (note 8)	
	Posi	code SN8 4JX	
MARLBOROUGH, WILTS.		Date of birth(note 9)	
Previous name(s)(note 3) NONE Address(note 5) MONKS HOLLOW, ALTON PRIORS,			BRITISH
Danidana nam	Z/OV ON NONE		Nationality
Name(note 3)	TIMOTHY INGRAM HILL		Business Occupation COMPANY DIRECTOR

	SEE ATTACHED SCH	EDULE		
Other relevant	past or present directors	hips* (note	8)	
		stcode	GL52 2QY	
GLOUCESTER		Date of birth(note 5)		
Address(note 5) 3 ALBERT ROAD, CHELTENHAM,			BRITISH	
Previous name	(S)(note 3) NONE			Nationality
Name(note 3)	MAURICE JOHN EDGI	NGTON		Business Occupation COMPANY DIRECTOR

Name(note 3) RAYM	Business Occupation COMPANY DIRECTOR	
Previous name(s)(note 3)	NONE	Nationality BRITISH
Address(note 5) 437	Date of birth(note 9)	
	Postcode 0x8 7	JX .
Other relevant past or I	present directorships* (note 8)	
ROADCHEF LIM	ITED, ROADCHEF DINERS LIMI	TED, ROADCHEF RESTAURANTS LIMITED
ROADCHEF LIM		

Summary of	share capital and debenturas				Please do not write in this margin
	Nominal share capital	£ 1,000,00	00		
		Number of shares	Class	Nominal value of each share	
divided into:-		10,000,000	ORDINARY	f TEN PENCE	Please complete
	2			£	in block type, or bold block lettering
	3			£	
	Issued share capital and debentures	S	Number	Class	=
1,Number of share	s of each class taken up to the date of this return.		1 2,650,0	OOO ORDINARY	
			2		
			250,0	000 ORDINARY	- į
2.Number of share wholly in cash	s of each class issued subject to payment		'		-
• • • • • • • • • • • • • • • • • • • •			2		1
2 Number of share	s of each class issued as fully paid up for		2,400,0	000 ORDINARY	
aconsideration o	s of each class issued as fully paid up for ther than cash		'		
			2		
		Amount per share			
4 Number of share	es of each class issued as partly paid up for a	a many panyon		000 ORDINARY	_ i
consideration of is so paid up	s of each class issued as partly paid up for a her than cash and extent to which each such share 2				
to do bate op	3	£			
5.Number of share	es (if any) of each class issued at a discount		1 NONE		
			2		_]
			3		
Continued on	page 4		LIST OF PAS	Γ	
f			<u> </u>		
Folio in	••				
register ledger	Nar	mes and Addresses			
containing particulars					
8	WENDY HEATHER MIDWINTER, SU	NNYCREST, EDE	NS HILL, UP	LEADON, NEWENT,	<u>, </u>
	GLOUCESTER		<u></u>		2
				 	³
28	NORMA STARK, FLAT 3, 65 ESP	LANADE, BURNH	AM-ON-SEA,	SOMERSET	4
					5
31	CORAL PEARCE, WEST WING. ST	'ARDENS, NEWEN'	T, GLOS.		6
39	JEAN OSBORNE WOOD, 38 BEAUL	IEU CLOSE, KI	DDERMINSTER	, DYll 5EE.	⁷
48	CYRIL NORMAN AYDON AS NOMIN	EE OF THE TRU	STEES OF TH	E ROADCHEF	8
	EMPLOYEE BENEFIT TRUST, IMP	PERIAL CHAMBER	S, 41/47 LO	MCSWITH STREET	9

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eforably pe, or lettering Please do not write in this margin

Summary of share capital and debentures continued 6 Amount of discount on the issue of shares which has not been written off at

the date of this return 7 Amount per share called up on number of shares of each class

Please complete legibly, preferably black type, or bold block lettering

3 Total amount of calls received (note 10)

9 Total amount (if any) agreed to be considered as paid on number of shares of each class issued as fully paid up for a consideration other than cash

10 Total amount (if any) agreed to be considered as paid on number of shares of each class issued as partly paid up for a consideration other than cash

11 Total amount of calls unpaid

12 Total amount of sums (if any) paid by way of commission in respect of any shares or debentures

13 Total amount of the sums (if any) allowed by way of discount for any debentures since the date of the last return

14 Total number of shares of each class forfeited

15 Total amount paid (if any) on shares forfeited

16 Total amount of shares for which share warrants to bearer are outstanding

ISSUED 17 Total amount of share warrants to bearer issued and SURRENDERED surrendered respectively since the date of the last return

18 Number of shares comprised in each share warrant to bearer, specifying in the case of warrants of different kinds, particulars of each kind

inue	Amount	Number	Class	
£	NIL		Francisco de la companya del companya de la companya del companya de la companya del la companya de la companya	
£ T	EN PENCE	250,000	ORDINARY	Ŋ
£			l control of the cont	2
£				3
£	25,000			
£	240,000	2,400,000	ORDINARY	1
£				Ž
£				3
£	NIL	NONE		1
£				2
£				3
£	NIL			
£	NIL			
£	NIL			
		NONE		1
				2
				3
£	NIL			
£	NIL			
£	NIL			
£	NIL	NONE		
		NONE		į

Particulars of shares t return,or,in the case o	raneforred since the dat			
of the company by (8)	Remarks			
Number	Date of Registrati (a)	on of transfer (b)	<u> </u>	
(9,000)		4.8.89		
(750)		31.7.89		
20,200	18.7.89	1002		
9,400	30.11.89			
			1) · ·	
	Number (9,000) (750) (1,500) (1,500) 20,200	Number Date of Registrative (a) (9,000) (750) (1,500) (1,500) 20,200 18.7.89 9,400 30.11.89 (13,380) 31.12.88	(9,000) 4.8.89 (750) 31.7.89 (1,500) 31.7.89 (1,500) 18.7.89 20,200 18.7.89 9,400 30.11.89 (13,380) 31.12.88	Number Date of Registration of transfer (b) (9,000)

folio in egister edger containing Particulars	Names and addresses
49	SARTING TRUST, THE FIAL CHAREERS, THE TRUSTEES OF THE READ CHEES PROFIT
50	M J EDGINGTON AS NOMINEE OF THE TRUSTEES OF THE ROADCHEF EMPLOYEE
	BENEFIT TRUST NO. 2, IMPERIAL CHAMBERS, 41/47 LONGSMITH STREET,
	GLOUCESTER, GL1 2HJ.
	CANDON TAME BODDINGTON.
51	DAVID ALAN WHITE, THE CORNER HOUSE, CHURCH LANE, TODDINGTON,
	WINCHCOMBE, GLOS.

Notes

- 1. An annual return is required for every calendar year. If the company has a share capital the date of this return must be the 14th day after the date of the annual general meeting. If it does not have a share capital the date of this return must be a date not more than 42 days after the annual general meeting
- 2. This section should include only indebtedness in respect of charges (whenever created) of any description set out in section 396(1) of the Companies Act 1985 (in the case of English and Welsh companies) or section 410(4) of that Act (in the case of Scottish companies).
- For an individual, his present christian name(s) and surname must be given, together with any previous christian name(s) or surname(s).
 - "Christian name" includes a forename. In the case of a peer or person usually known by a title different from his surname, "surname" means that title. In the case of a corporation, its corporate name must be given.

A previous christian name or surname need not be given if:—

- (a) in the case of a married woman, it was a name by which she was known before her marriage; or
- (b) it was changed or ceased to be used at least 20 years ago, or before the person who previously used it reached the age of 18; or
- (c) In the case of a peer or a person usually known by a British title different from his surname, it was a name by which he was known before he adopted the title or succeeded to it

- Where all the partners in a firm are joint secretaries, only the firm name and its principal office need be given.
 - Where the secretary or one of the joint secretaries is a Scottish firm, give only the firm name and its principal office.
- Usua' residential address must be given. In the case of a corporation, give the registered or principal office.
- Director includes any person who occupies the position of a director, by whatever name called, and any person in accordance with whose directions or instructions the directors of the company are accustomed to act.
- If the space provided for listing directors is inadequate, a prescribed continuation sheet must be used.
- 8. The names must be given of all bodies corporate incorporated in Great Britain of which the director is also a director, or has been a director at any time during the preceeding five years.

However a present or past directorship need not be disclosed if it is, or has been, held in a body corporate which, throughout that directorship, has been:—

- (a) a dormant company (which is a company which has had no transactions required to be entered in the company's accounting records, except any which may have arisen from the taking of shares in the company by a subscriber to the memorandum as such).
- (b) a body corporate of which the company making the return was a wholly-owned subsidiary;

AND PRESENT MEMBERS Continued (notes 11 and 12)

		Account of Shares		and the state of t	
Number of shares or amount of stock held by existing members at date of return	Particulars of shares to return, or, in the case of the company, by (6) persons who have	ill members, and	Remarks		
(note 11)	Number	(a)	(b)		
172,320	13,380	31.12.88	<u> </u>		
	120	4.1.89			
	(20,200)	18.7.89		<u> </u>	
	(9,400)	30.11.89			
	1,500	18.7.89	<u> </u>		
83,500	(25,000)	28.7.89	<u> </u>		
	(17,750)	28.7.89		<u> </u>	
	750	31.7.89			
	1,500	31.7.89	<u> </u>		
	9,000	4.8.89			
44,250	\$ 25,000	28.7.89			
	17,750	28.7.89			
	ZERO				
			1		

(c) a wholly-owned subsidiary of the company making the return; or

(d) a wholly-owned subsidiary of a body corporate of which the company making the return was also a wholly owned subsidiary.

- 9. Dates of birth need only be given if the company making the return is:-

 - (a) a public company; (b) the subsidiary of a public company; or (c) the subsidiary of a public company registered in Northern Ireland
- Include payments on application and allotment, and any sums received or shares forfeited.
- 11. Show all the persons currently holding shares or stock in Show all the persons currently holding shares or stock in the company at the date of the return, giving their names and addresses, the number of shares or amount of stock held, and details of all transfers since the last return or, if this is the first annual return of the company, all transfers since the company was incorporated. If more than one class of share is held please add more columns as appropriate.

Additionally, show all persons and their relevant details if they have ceased to be members since the last return was made, or if this is the first return, since the company was incorporated.

If the list of members is not in alphabetical order, an index which will enable any member to be readily located within the list must be attached to this return. If the space provided for listing members is inadequate, a prescribed continuation sheet is available. prescribed continuation sheet is available.

If full details have been given on the return for either of the last two years, a company may, if it so wishes, only include in this section details relating to persons who

include in this section details relating to persons who since the date of the last return:

(a) have become members;
(b) have ceased to be members; or
(c) are existing members whose holdings of stock or shares have changed.

If full details have been given on the return for either of the last two years and there have been no changes please state "No Change".

12. For consistency, it is suggested that particulars should be placed opposite the name of the transferor and not opposite that of the transferee, but the name of the transferee may be inserted in the remarks column opposite the particulars of each transfer. opposite the particulars of each transfer.

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SCHEDULE OF DIRCTORSHIPS

C N AYDON

COMPANY	COMPANY NUMBER
Roadchef Holdings Limited	1713437
C A Management Services Limited	
Chipping Norton Theatre Company Limited	
Past Directorships in Last Five Years	
Roadchef Limited	1123082
Roadchef (Hamilton) Limited	1123108
Roadchef (Harthill) Limited	1369011
Roadchef (Killington) Limited	1223947
Roadchef (Pont Abraham) Limited	1312661
Roadchef (Rownhams) Limited	1199977
Roadchef (Sandbach) Limited	1109095
Roadchef (Taunton) Limited	1233134

REH/1b/024/11/1/90

SCHEDULE OF DIRECTORSHIPS

T INGRAM BILL

COMPANY	COMPANY NUMBER
Roadchef Holdings Limited	1713437
Roadchef Restaurants Limited	1048954
Roadchef Limited	1123082
Roadchef (Hamilton) Limited	1123108
Roadchef (Harthill) Limited	1369011
Roadchef (Killington) Limited	1223947
Roadchef (Pont Abraham) Limited	1312661
Roadchef (Rownham:) Limited	1199977
Roadchef (Sandbach) Limited	1109095 1233134
Roadchef (Taunton) Limited	2108976
Roadchef (Teddington) Limited	995478
Roadchef Diners Limited	, , , , , , , , , , , , , , , , , , ,

REH/1b/7/10/68

SCHEDULE OF DIRECTORSHIPS

M J EDGINGTON

COMPANY		,	COMPANY NUMBER	
Roadchef	Holdings Limited		1713437	
Roadchef	Restaurants Limited		1048954	
Roadchef	Limited		1123082	
Roadchef	(Hamilton) Limited		1123108	
Roadchef	(Harthill) Limited		1369011	
Roadchef	(Killington) Limited		1223947	
Roadchef	(Pont Abraham) Limited		1312661	
Roadchef	(Rownhams) Limited		1199977	
Roadchef	(Sandbach) Limited	1,	1109095	
Roadchef	(Taunton) Limited	2	1233134	
Roadchef	(Teddingcon) Limited		2108976	
	Diners Limited		995478	

RE" /15/7/10/88

Please do not s write in this margin COMPANIES FORM No. 363 (Cont.)

Annual resturn of a company (continuation)

Pleas, complete legibly, preferably in black type, or bold block lettering

Continuation sheet No. ONE to Form No. 363

Company number

1,713,437

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Name o	or company	والمراجعة الشروع والمراجع	-	-	 المراجع المراجع		
	ROADCHEF				 	 	
		المرائد فجد المامة المامة والمامة والم		·	 	 	4

Particulars of the directors of the company continued (notes 6 and 7)

Name inote 3)

Previous name(s) (note 3)

Address (note 5)

Postcode

Other relevant past or present directorships* (note 8)

 Delete if inappropriate.
 Enter particulars of other directorships hald or previously held.
 If this space is insufficient continue on back page

Name (note 3)	Business Occupation
Previous name(s) (note 3)	Nationality
Address (note 5)	
a, sec.	Date of birth (note 9)
Postcode	
Other relevant past or present directorships* (note 8)	

Name (note 3)		Business Occupation
Previous name(s) (note 3)		Nationality
Address (note 5)		Date of birth (note 9)
	Postcode	D. C.
Other relevant past or pre	sent directorships* (note 8)	at 100 mm and 100 mm a

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Folio in Planta and addresses	ase complete
	ibly, preferably black type, or
containing	d block lettering
Particulars	
76	
59 DAVID JOHN HANSFORD, 23 RUBY ROAD, BITTERN, SOUTHAMPTON	
51 MARY ELIZABETH KATE MEREDITH EDWARDS, THE FIRS, SLING, COLEFORD, GLOS	
38 VERA MARY STEED, WESTBAY, 43 MAIN ROAD, WESTON ZOYLAND, BRIGDWATER, SUPEL 39 JEAN OSBORNE WOOD, 38 BEAULIEU CLOSE, KIDDERMINSTER, DY11 5EE 4	
A CANADA	
42 ANN WITHEY, 37 HUNTINGDON CLOSE, TESTWOOD, TOTTON, SOUTHAMPTON	
CYRIL NORMAN AYDON AS NOMINEE OF THE TRUSTEES OF THE ROADCHEF	
CYRIL NORMAN AYDON AS NOMINEE OF THE TRUSTLES OF THE ROADCHEF EMPLOYEE BENEFIT TRUST, IMPERIAL CHAMBERS, 41/47 LONGSMITH STREET, GLOS10	
CYRIL NORMAN AYDON AS NOL. :E OF THE TRUSTEES OF THE ROADCHEF PROFIT	
SHARING TRUST, IMPERIAL CHAPTERS, 41/47 LONGSMITH STREET, GLOS	
51 DAVID ALAN WHITE, THE CORNER MOUSE, CHURCH LANE, TODDINGTON, WINCHCOMBB	
GLOS	
C MAURICE JOHN EDGINGTON AS NOMINEE OF THE TRUSTEES OF THE ROADCHEF 15	
EMPLOYEE BENEFIT TRUST NO 2 IMPERIAL CHAMBERS, 41/47 LONGSMITH STEET, 16	
GLOUCESTER 17	
ROGER GROVES, 4 DRAPERS CLOSE, BROOKFIELDS, WORCESTFR 18	
TO ROGER GROVES, 4 DRAPERS CLOSE, BROOKE THESE, WENDERS CHELTENHAM, GLOS 19 THOMAS TURNBULL, 30 MURVAGH CLOSE, COLLEGE FIELDS, CHELTENHAM, GLOS 19	
45 NIGEL MASON, 7 KNIGHTSWOOD TERRACE, BLANTYRE, LANARKSHIRE 20	
ERNEST MCVAY, 25 TWEEDSMUIRE CLOSE, CINNAMON BROW, WARRINGTON, CHESHIRE	
LORRAINE JUNE BARNETT, 1 NEW MILLS, FOREST ROAD, LYDNEY, GLOS 22	
DOUGHT STATE OF THE STATE OF TH	
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AND PRESENT MEMBERS Continued (notes 11 and 12)

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	Carlot Company of Company of Company of Company	ation of transfer (b)	Date of Regist (a)	Number	inote (1)
	To E McVay To L J Barnett	(19.3.88) (19.3.88)		{ 400} { 100}	***************************************
	To EBT No 2	(14.11.88)		(750)	<u> </u>
					750
					1,500
		<u> </u>			1,500
THE PERSON NAMED IN	D. D. Charles	<u> </u>			1,000
	To R Groves To T Turnbull	(19.3.88) (19.3.88)	<u>.</u>	(250) 250)	
	To N Mason	(19.3.88)		(250)	
	From Various	<u> </u>	<u> </u>	458,250	
	TO EBT No 2	<u> </u>	(5.7.88)	(95,750)	536,580
<u></u>	From M A Stune11			37,500	188,420
		<u></u>	<u> </u>		
- 3 WO	From C T Lithgow	<u> </u>	<u> </u>		1,500
ominee dwards	held as temp non	 		17,000	
ominee	held as temp non From EBT	<u> </u>		750	
			<u> </u>	95,750	113,500
	From A Withey			250	250
	From A Withey From A Withey	:	<u> </u>	250	250
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	From D Haustord			100	100
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				ZERO	
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